

THE KANSAS CITY SOUTHERN RAILWAY COMPANY  
LOUISIANA & ARKANSAS RAILWAY COMPANY

114 WEST ELEVENTH STREET

KANSAS CITY, MO. 64105

ROBERT E. ZIMMERMAN

~~GENERAL COUNSEL~~

April 26, 1976

Vice President - Law

FILE IN DOCKET

Hon. Robert L. Oswald, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. *4956-A* Filed & Recorded

SEP 4 1975-12 2:2 PM *date*

INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Mildred Lee  
Room 1227 I.C.C. Building

RE: Statement of Substituted Numbers and  
Consent Thereto by Chemical Bank, etc.  
Relating to Conditional Sale Agreement  
dated as of May 3, 1968, between General  
Motors Corporation (Electro-Motive Division)  
and The Kansas City Southern Ry. Co.  
(Recordation No. 4956-A Filed & Recorded  
September 4, 1975, 12:25 PM)

RECORDATION NO. *4956-A* Filed & Recorded

APR 28 1975 3 02 PM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

Last September in a telephone conversation with this office, you were informed that four documents which had been previously forwarded to your office and duly returned to me showing recordation data, contained erroneous name of executing officer in the acknowledgment thereto. One of those documents is the one referred to above.

These documents, which were originated in offices of Kansas City Southern and forwarded to Chemical Bank for execution, inadvertently named M. F. Badami as the executing officer in the acknowledgment. Mr. Badami was away from the office at the time and the documents were executed by R. G. Pintard, but, unfortunately, the Notary failed to note that he was not the person named in the acknowledgment.

It was your suggestion at that time that we have the documents re-executed by Chemical Bank so that the acknowledgment would reflect the correct name of the Vice President who had signed the document and that the two completely executed copies be sent to you for substitution in your files.

Accordingly, we forwarded to Chemical Bank a new set of papers for execution and same were received back from them in due course and we now enclose two fully executed copies for substitution in your files.

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I realize that an extended period of time has elapsed since the above referred to telephone conversation, but the press of other matters caused these documents to be set aside and completion of handling thereof was unduly delayed.

Please accept my apology for any trouble this may have caused you and I respectfully request that receipt of the documents to be substituted be shown on the attached copy of this letter and returned to me.

Your cooperation has been greatly appreciated.

Sincerely,



Robert E. Zimmerman

cm  
Encl.

cc - Clinton G. Martens, Esq.  
Chemical Bank  
20 Pine Street  
New York, NY 10006 - W/Enclosure

T. A. Giltner - Building (W/Enclosure)

*merger*

RECORDATION NO. ~~4956-A~~ " " recorded  
SEP 4 1975 12 01 PM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. ~~4956-A~~ Filed & Recorded  
SEP 4 1975 12 25 PM  
INTERSTATE COMMERCE COMMISSION

STATEMENT OF SUBSTITUTED NUMBERS

RECORDATION NO. ~~4956-A~~ Filed & Recorded

APR 28 1975 8 20 PM

INTERSTATE COMMERCE COMMISSION

AND

CONSENT THERETO

BY

CHEMICAL BANK

Successor By Merger To  
CHEMICAL BANK NEW YORK TRUST COMPANY

As Agent

RELATING

TO

CONDITIONAL SALE AGREEMENT

DATED AS OF MAY 3, 1968

BETWEEN

GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION)

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

Dated as of August 1, 1975

STATEMENT OF SUBSTITUTED NUMBERS AND CONSENT

THERETO BY CHEMICAL BANK (Successor by Merger to CHEMICAL BANK NEW YORK TRUST COMPANY), a New York banking corporation, as Agent (hereinafter called the Agent), dated as of August 1, 1975.

WHEREAS, pursuant to a Conditional Sale Agreement dated as of May 3, 1968 (hereinafter called the Conditional Sale Agreement), between GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION) (hereinafter called Builder) and THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called Railroad), the Railroad purchased certain railroad equipment (hereinafter called the Equipment) from Builder, the full legal title thereto remaining vested in Builder; and

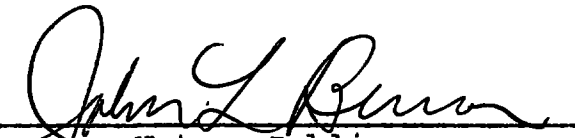
WHEREAS, pursuant to an Agreement and Assignment dated as of May 3, 1968 (hereinafter called the Assignment), between Builder and the Agent, all the right, title and interest of Builder in and to the Equipment and in and to the Conditional Sale Agreement, and the rights, powers, privileges and remedies of Builder thereunder were assigned, transferred and set over to the Agent, as Agent for certain lenders; and

WHEREAS, on July 18, 1968, the Conditional Sale Agreement

STATE OF NEW YORK     ]  
                                      ] ss.  
COUNTY OF NEW YORK   ]

On this 12<sup>th</sup> day of August, 1975, before me personally appeared R.G. PINTARD to me personally known who, being by me duly sworn, says that he is a Vice President of CHEMICAL BANK (Successor by Merger to Chemical Bank New York Trust Company), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

  
\_\_\_\_\_  
Notary Public

JOHN L. BERVAR  
Notary Public, State of New York  
No. 41-5303890  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1976

and the Assignment were recorded as a single document pursuant to the provisions of Section 20c of the Interstate Commerce Act and assigned Recordation No. 4956; and

WHEREAS, The Kansas City Southern Railway Company, pursuant to Article 6 of the Conditional Sale Agreement, desires to change the numbers of certain units of the Equipment.

NOW, THEREFORE, WITNESSETH:

Chemical Bank, as Agent, hereby consents to the change of the numbers of such units of Equipment in accordance with the statement of new numbers to be substituted therefor, as follows:

STATEMENT OF NEW NUMBERS

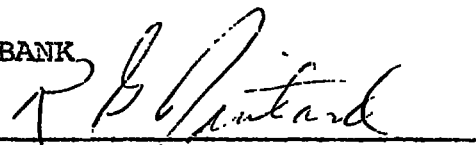
<u>Original Numbers</u>	<u>New Numbers</u>
1504	4324
1505	4325
1506	4326
1507	4327
1508	4328
1509	4329
1510	4330
1511	4331
1512	4332
1513	4333
1514	4334
1515	4335
1516	4336
1517	4337

ATTEST:

  
Assistant Secretary

CHEMICAL BANK

By

  
Vice President